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January 18, 1999

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D C 20423

RECORDATION NO 17636-0 FILED

JAN 20 '99

1-30 PM

Dear Janice,

Enclosed are several documents that need to be recorded with the Surface Transportation Board. They are as follows

- 1) Memorandum of Railcar Extension dated 1/5/99 to original #20972 dated 10/28/97 between The Burlington Northern & Santa Fe Railway and CIT Group/Equipment Financing (return 2 copies)
- 2) Memorandum of Railcar Lease dated 12/28/98 between The Mennel Milling Company and CIT Group/Equipment Financing (return 1 copy)
- 3) Partial Release dated 9/1/98 to original #'s 17636 and 19632 for LaSalle National Bank (return 1 copy)

Also, enclosed is a check made payable to Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext 20254

Thank you for your prompt assistance

Sincerely,

Rebecca Heisler
Administrator

enclosure

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

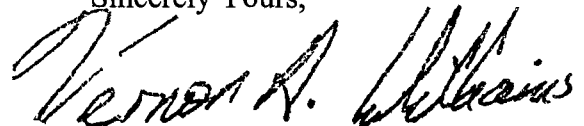
OFFICE OF THE SECRETARY

Rebecca Heisler
Lexis Document Services
801 Ad;ao Stevenson Drive
Springfield, Illinois 62703-4261

Dear Sir/Madam:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/20/99 at 1:30 PM , and
assigned recordation numbers (s): 21985 , 20972-B , 17636-O and 19632-J.

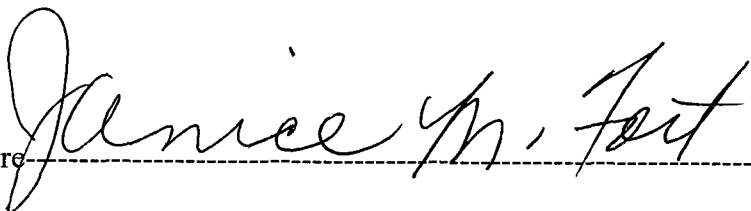
Sincerely Yours,


Vernon A. Williams

Enclosure(s) (4)
104.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 17636

FILED

JAN 20 '99

1-30 PM

PARTIAL RELEASE

LASALLE NATIONAL BANK, a national banking association, with a mailing address of 135 South LaSalle Street, Chicago, Illinois 60603 hereby releases all of its right, title and interest in and to, the locomotives and prime movers more specifically described on Schedule A attached hereto. The documents to which this Partial Release relates were recorded with the Interstate Commerce Commission under Recordation Numbers 17636 and 19632

IN WITNESS WHEREOF, LASALLE NATIONAL BANK has caused this Partial Release to be signed as of September 1, 1998

LASALLE NATIONAL BANK

By. [Signature]

Its First Vice President

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, the undersigned, a Notary Public in and for the said County, in the State aforesaid, do hereby certify that BRIAN GREENBLATT, as First Vice President of LASALLE NATIONAL BANK, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act and as the free and voluntary act of said association, for the uses and purposes therein set forth

GIVEN under my hand and notarial seal, this 1st day of September, 1998.

[Signature]

Notary Public

My Commission Expires: 6/1/99

SCHEDULE A

MODEL TYPE	RAILROAD REFERENCE	ROAD NUMBER
EMD SD-45	BURLINGTON NORTHERN	3300
EMD SD-45	BURLINGTON NORTHERN	3301
EMD SD-45	BURLINGTON NORTHERN	6599
EMD SD-45	BURLINGTON NORTHERN	6680
EMD SD-45	BURLINGTON NORTHERN	9128
EMD SD-45	SOUTHERN PACIFIC	80
EMD SD-45	SOUTHERN PACIFIC	8840
EMD SD-45	SOUTHERN PACIFIC	9244
EMD SD-45	SOUTHERN PACIFIC	9079
EMD SD-45	SOUTHERN PACIFIC	9097
EMD SD-45	SOUTHERN PACIFIC	9099
EMD SD-45	SOUTHERN PACIFIC	9137
EMD SD-45	UNION PACIFIC	4
EMD SD-45	UNION PACIFIC	41
EMD SD-45	UNION PACIFIC	61
EMD SD-45	UNION PACIFIC	62
EMD SD-45	UNION PACIFIC	63
EMD SD-45	UNION PACIFIC	64
EMD SD-45	UNION PACIFIC	820
EMD SD-45	CSX TRANSPORTATION	3911

EMD SD-45	DENVER RIO GRAND	5323
EMD SD-45	DENVER RIO GRAND	5325
EMD SD-45	DENVER RIO GRAND	5331
EMD SD-39	SOUTHERN PACIFIC	5302
EMD SD-39	SOUTHERN PACIFIC	5304
EMD SD-39	SOUTHERN PACIFIC	5308
EMD SD-39	SOUTHERN PACIFIC	5310
EMD SD-39	SOUTHERN PACIFIC	5314
EMD SD-39	C&O	400
EMD SD-39	C&O	413
EMD SD-39	C&O	455
EMD SD-39	NORFOLK SOUTHERN	3087
EMD SD-39	NORFOLK SOUTHERN	5092

DATE: 8/20/98

ENGINE TYPE	ENGINE SERIAL NUMBER	YEAR BLT.	LOCATION
16 CYL 645	79-M3-1519	1979	DDCMORE, IL
16 CYL 645	80-A1-1179	1980	DDCMORE, IL
16 CYL 645	74-D1-1152	1980	MT. VERNON, IL
16 CYL 645	83-M3-7503	1983	MT. VERNON, IL
16 CYL 645	80-J1-1091	1980	MT. VERNON, IL
16 CYL 645	81-F2-1019	1981	MT. VERNON, IL
16 CYL 645	72-K2-1062	1972	MT. VERNON, IL
16 CYL 645	77-K1-1092	1977	MT. VERNON, IL
16 CYL 645	76-F1-1081	1976	MT. VERNON, IL
16 CYL 645	76-B2-1084	1976	MT. VERNON, IL
16 CYL 645	80-J1-1020	1980	MT. VERNON, IL
16 CYL 645	74-C1-1137	1974	MT. VERNON, IL
16 CYL 645	74-C1-1037	1974	MT. VERNON, IL
16 CYL 645	79-C1-1175	1979	MT. VERNON, IL

16 CYL 645 79-M1-1517

1979

SILVIS, IL

* This engine has already been rebuilt, but, will have to be disassembled and redone in order to comply with the manufacturers specification for the thirty-three units

16 CYL 645 77-E3-1512

1977

SILVIS, IL

16 CYL 645 73-A1-1028

1973

SILVIS, IL

16 CYL 645 74-H1-1067

1974

SILVIS, IL

16 CYL 645 76-C1-1121

1976

SILVIS, IL

16 CYL 645 76-C1-1135

1976

SILVIS, IL

16 CYL 645 76-B1-1046

1976

SILVIS, IL

16 CYL 645 77-K1-1050

1977

SILVIS, IL

16 CYL 645 78-E1-1147

1978

SILVIS, IL

16 CYL 645 80-H1-1073

1980

SILVIS, IL

16 CYL 645 84-D3-1028

1984

SILVIS, IL

16 CYL 645 87-F7-001

1987

SILVIS, IL

* Running conditioned engine, with passenger walk F40 crankshaft, the crankshaft will be changed to freight type at time of remanufacture

16 CYL 645 88-B3-7506

1988

SILVIS, IL

16 CYL 645 72-K1-1150

1972

SILVIS, IL